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ACT/019/011

To Joe

File in Duplicate

FILED in the office of the Lieutenant Governor  
of the State of Utah, on the 24<sup>th</sup>  
day of March AD 1981

## APPLICATION FOR CERTIFICATE OF AUTHORITY

DIATEX INCORPORATED

(exact corporate name)

91412

DAVID S. MONSON  
Lieutenant Governor

Filing Clerk

1. 184.00 Fees  
A corporation of the state of Texas, incorporated November 12, 1980  
hereby applies for a Certificate of Authority to transact business in the state of Utah.

2. The Corporation period of duration is perpetual.
3. The address of the corporation in the state of incorporation is 3050 South Post Oak, Suite 1600
1. The registered agent in Utah and the street address of the registered office in Utah are: C. T. Corporation System, 175 South Main Street, Salt Lake City, Utah 84111
5. The business purposes to be pursued in Utah are: mining
6. The names and address of corporation directors and officers are:
- Director
- Director
- Director
- President please see attached document
- Vice President
- Secretary
- Treasurer
7. The aggregate number of shares corporation has authority to issue. (Itemize by class or series if applicable.)
- | Number of Shares | Class  | Series | Par Value |
|------------------|--------|--------|-----------|
| 1,000,000        | common |        | \$1.00    |
8. The aggregate number of issued shares. (Itemize by classes.)
- | Number of Shares | Class  | Series | Par Value |
|------------------|--------|--------|-----------|
| 1,000            | common |        | \$1.00    |
9. Stated Capital: \$ 1,000 (see section 16-10-2 [j] for definition)
10. Estimate of value of all assets corporation will own during next year. \$ 100,000
11. Estimate of value of all assets in Utah next year. \$ 100,000
12. Estimate of gross business corporation will transact next year everywhere. \$ 1,000,000
13. Estimate of gross business corporation will transact next year in Utah. \$ 250,000
14. A copy of Articles of Incorporation and all amendments certified by the custodian thereof of the state of incorporation are attached.
15. The corporation shall use as its name in Utah: Diatex Incorporated  
(The corporation shall use its name as set forth under application title unless this name is not available for use.)

RECEIVED  
MAR 1 1981  
UTAH STATE  
SECURITIES COMMISSION

MAR 1 1981 PM 10:36

(over)



Under penalties of perjury, I declare that this application for Certificate of Authority has been examined by me and is, to the best of my knowledge, belief, true, correct and complete.

By [Signature]  
President or Vice President  
By [Signature]  
Secretary or Assistant Secretary

### SUGGESTIONS

16. The law requires payment of a corporation license fee at the rate of 1/20th of 1% of the dollar value of the total authorized shares of the corporation. There is a minimum fee of \$25.00 and a maximum of \$500.00. Domestic corporations can compute the license fee by multiplying the dollar value of the authorized shares by .0005, the decimal equivalent of 1/20th of 1%. For purposes of fee computation, no par stock is valued at \$1.00 per share.

Foreign Corporations are assessed license fees only on the portion of the shares represented in the state of Utah. The shares represented in Utah are computed as follows:

A. 
$$\frac{\text{Item 11} + \text{Item 13}}{\text{Item 10} + \text{Item 12}} = 31.8\%$$

B. 
$$\frac{1,000,000}{\text{Authorized Shares Item 7}} \times \frac{\$1}{\text{Par Value Item 7}} = \frac{\$1,000,000}{\text{Value of Authorized Shares}}$$

- C. Multiply the share value obtained in B by the percentage obtained in A.

$$\frac{1,000,000}{\text{Value of Authorized Shares}} \times \frac{.318}{\text{Percentage from A above}} = \frac{\$318,000}{\text{Result from C above}}$$

- D. Multiply the result obtained in C by .0005. This is the decimal equivalent of 1/20th of 1% which is the license rate of the statute.

$$\frac{\$318,000}{\text{Result from C above}} \times .0005 = \frac{\$159.00}{\text{Amount of Tax Due (Minimum \$25.00)}}$$

**Amendment** If authorized shares are increased by amendment, additional fees may be due. Compute the fee according to the preceding instructions. Subtract the amount of fee previously paid by the corporation. The difference is the license fee due at the time of filing the amendment.

**General Instructions:** A filing fee of \$25.00 is required for each filing. This is in addition to any license fee as computed above.

If these forms do not provide sufficient space for information pertinent to your company, please attach additional sheets of paper containing the information. Please feel free to contact the Secretary of State's office for any assistance which you or your lawyer may need in these matters.

DAVID S. MONSON  
Lt. Governor/Secretary of State



6. The names and addresses of corporation directors and officers are:

Directors

R.R. Barefoot	317 - 37th Avenue N.E., Calgary, Alberta, Canada T2E 6P6
A.F. Downey	317 - 37th Avenue N.E., Calgary, Alberta, Canada T2E 6P6
R.R. Hamilton	317 - 37th Avenue N.E., Calgary, Alberta, Canada T2E 6P6
R.E. Humphreys	317 - 37th Avenue N.E., Calgary, Alberta, Canada T2E 6P6
W.F. Hurst	317 - 37th Avenue N.E., Calgary, Alberta, Canada T2E 6P6
R.F. Markle	317 - 37th Avenue N.E., Calgary, Alberta, Canada T2E 6P6

Officers

President:

A.F. Downey	317 - 37th Avenue N.E., Calgary, Alberta, Canada T2E 6P6
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Vice President and Secretary:

R.R. Barefoot	317 - 37th Avenue N.E., Calgary, Alberta, Canada T2E 6P6
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Vice President and Assistant Secretary:

L.A. Lemay	317 - 37th Avenue N.E., Calgary, Alberta, Canada T2E 6P6
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Vice President:

R.F. Markle	317 - 37th Avenue N.E., Calgary, Alberta, Canada T2E 6P6
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# The State of Texas

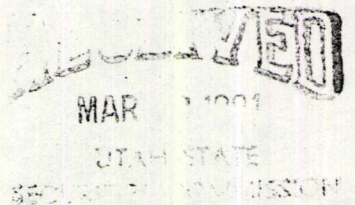
## SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

DIATEX, INCORPORATED

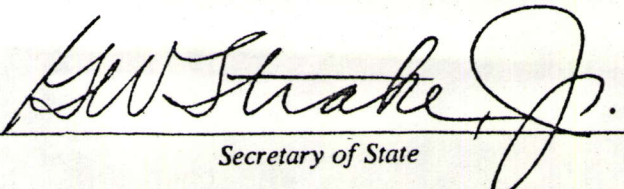
Articles of Incorporation

November 12, 1980



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

...18th day of ...February....., A. D. 19 81...

  
Secretary of State



ARTICLES OF INCORPORATION

OF

DIATEX, INCORPORATED

FILED  
In the Office of the  
Secretary of State of Texas

NOV 12 1980

CLERK LA  
Corporation Division

The undersigned, a natural person of the age of eighteen years or more, acting as sole incorporator of a corporation under the provisions of the Texas Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1.

The name of the Corporation is DIATEX, INCORPORATED.

ARTICLE 2.

The period of duration of the Corporation is perpetual.

ARTICLE 3.

The purpose for which the Corporation is organized is to engage in any or all lawful business.

ARTICLE 4.

The aggregate number of shares which the Corporation has authority to issue is 1,000,000 shares of common stock with the par value of \$1.00 per share.

ARTICLE 5.

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least \$1,000, consisting of money, labor done or property actually received.

ARTICLE 6.

Without necessity for action by its shareholders, the Corporation may purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor.

ARTICLE 7.

Section 7.1. No shareholder or other person shall have any preemptive rights whatsoever.



## ARTICLE 8.

Section 8.1. Each director and officer of the Corporation, and any person who may have served at the request of the Corporation as a director or officer of another corporation in which it owns shares or of which it is a creditor, shall be indemnified by the Corporation against any costs and expenses, including counsel fees, actually and necessarily incurred in connection with the defense of any civil, criminal, administrative or other claim, action, suit or proceeding (whether by or in the right of the Corporation or otherwise) in which he may become involved or with which he may be threatened, by reason of his being or having been a director or officer of the Corporation, or by reason of his serving or having served at the request of the Corporation as a director or officer of another corporation as aforesaid, and against any payments in settlement of any such claim, action, suit or proceeding or in satisfaction of any related judgment, fine or penalty upon receipt by the Corporation of an opinion of independent legal counsel, acceptable to both the Corporation and the person to be indemnified, that he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and in respect of any criminal action, reasonably believed that his conduct was lawful.

Section 8.2 The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person to be indemnified did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and in respect of any criminal action or proceeding, did not reasonably believe that his conduct was lawful.



Section 8.3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case on receipt of an undertaking by or on behalf of the officer or director to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation.

Section 8.4. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any director, officer or other person may be entitled under any other bylaw, agreement, vote of shareholders or disinterested directors, as a matter of law or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer or representative and shall inure to the benefit of the heirs, executors and administrators of such a person. No person shall be entitled to indemnification pursuant to this Article 9 in relation to any matter as to which indemnification shall not be permitted by law.

#### ARTICLE 9.

The address of the initial registered office of the Corporation is 811 Dallas, Houston, Texas 77002, and the name of the initial registered agent of the Corporation at such address is C. T. Corporation.

#### ARTICLE 10.

The initial Board of Directors shall consist of two members who shall serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified, and whose names and addresses are as follows:



<u>Name</u>	<u>Address</u>
A. Frank Downey	317-37th Avenue N.E. Calgary, Alberta T2E 6P6
R. F. Markle	317-37th Avenue N.E. Calgary, Alberta T2E 6P6

The number of directors composing the Board of Directors may be increased or decreased by the Board of Directors, but no decrease shall have the effect of shortening the term of any incumbent director.

#### ARTICLE 11.

The name and address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Carole R. Riggs	1980 S. Post Oak Rd. Suite 2200 Houston, Texas 77056

IN WITNESS WHEREOF, I have hereunto set my hand this  
10th day of November, 1980.

Carole R. Riggs



Sworn to on November 10, 1980 by the above named incorporator.

Livia Epling  
Notary Public in and for  
Harris County, T E X A S

Livia Epling  
Print Notary Name

[SEAL]

LIVIA EPLING  
Notary Public in and for Harris County, Texas  
My Commission Expires February 19, 1981

My Commission Expires: 2/19/81